

STATE OF VERMONT
PUBLIC SERVICE BOARD

Docket No. 4821

Petition of Kingsbury Branch Hydroelectric)
Company to amend its Certificate of Public Good to)
reflect a change in corporate name, based on its)
conversion from a general partnership to a limited)
liability company ("LLC"), from Kingsbury Branch)
Hydroelectric Company to Kingsbury Branch)
Hydroelectric Company, LLC)

Order entered: 4/7/2011

**ORDER AMENDING CERTIFICATE OF PUBLIC GOOD
TO REFLECT A NAME CHANGE, BASED ON CONVERSION FROM A
PARTNERSHIP TO A LIMITED LIABILITY COMPANY**

I. INTRODUCTION

On December 2, 1983, Kingsbury Branch Hydroelectric Company ("Company") received a Certificate of Public Good ("CPG") (Docket No. 4281), pursuant to 30 V.S.A. § 248, to repair and reconstruct a hydroelectric generation facility located on the Kingsbury Branch of the Winooski River in the Village of North Montpelier, Vermont.

On February 10, 2011, the Company filed a letter with the Board requesting that its CPG be amended to reflect a change in corporate name, based on its conversion from a general partnership to a limited liability company ("LLC"), from Kingsbury Branch Hydroelectric Company to Kingsbury Branch Hydroelectric Company, LLC. The Company also included the *Minutes of Special Meeting of Kingsbury Branch Hydroelectric Company* ("Minutes") with the February 10 filing, which detailed the terms of the conversion.

On February 17, 2011, the Company filed a letter with the Board that stated the Company's conversion was complete and included a signed copy of the LLC Articles of Organization, which the Company filed with the Vermont Secretary of State on February 14, 2011.

On March 18, 2011, the Vermont Department of Public Service ("Department") filed a letter with the Board stating that the Department had no objection to the Company's request to amend its CPG to reflect the Company's conversion to an LLC form of business.

The Board, having reviewed the Company's request and the other the materials it filed, agrees that an amended CPG should be issued.

II. FINDINGS

1. On December 2, 1983, Kingsbury Branch Hydroelectric Company was issued a CPG to repair and reconstruct a hydroelectric generation facility located on the Kingsbury Branch of the Winooski River in the Village of North Montpelier, Vermont. Docket No. 4281, CPG of 12/2/83.

2. The conversion from a partnership to an LLC is not a sale and is otherwise without substantial change to the ownership structure or operation of the presently recognized entity of the partnership. Letter and attachments of February 10, 2011, from Sarah L. Field, Esq., to Susan Hudson, Clerk of the Board.

3. As of February 17, 2011, the Company had received and filed with the Board all documents necessary to effect a corporate name change. Letter and attachment of February 17, 2011, from Sarah L. Field, Esq., to Susan Hudson, Clerk of the Board.

III. DISCUSSION AND CONCLUSION

In our Order of December 2, 1983, we determined that the facility would comply with all of the Section 248 criteria and promote the general good of the state. As Kingsbury Branch Hydroelectric Company has changed its name, it follows that good cause exists to amend the Company's CPG to reflect the new name of the certificate holder.¹ We conclude that the CPG held by Kingsbury Branch Hydroelectric Company should be amended to reflect its conversion to

1. Neither the Company nor the Department discussed the Federal Energy Regulatory Commission's responsibilities for licensing, relicensing, and oversight of hydroelectric projects pursuant to the Federal Power Act; therefore, we will not address whether amending the 1983 CPG to reflect the Company's conversion is necessary within that context. *See* 16 U.S.C. 791-828c.

Kingsbury Branch Hydroelectric Company, LLC. Therefore, we grant the Company's request and issue an amended CPG.

IV. ORDER

IT IS HEREBY ORDERED, ADJUDGED AND DECREED by the Public Service Board of the State of Vermont that:

1. The Certificate of Public Good ("CPG") that was issued to Kingsbury Branch Hydroelectric Company on December 2, 1983, shall be amended, based on its conversion from a partnership to a limited liability company ("LLC"), to reflect the new name of the certificate holder: Kingsbury Branch Hydroelectric Company, LLC.
2. This document constitutes an amendment to the CPG issued in Docket No. 4821 on December 2, 1983. All of the other requirements contained in the original CPG remain in effect.
3. The CPG, as amended, shall not be transferred without prior approval of the Board.

Dated at Montpelier, Vermont, this 7th day of April, 2011.

<u>s/ James Volz</u>)	
)	
)	
<u>s/ David C. Coen</u>)	
)	
)	
<u>s/ John D. Burke</u>)	

PUBLIC SERVICE
BOARD
OF VERMONT

OFFICE OF THE CLERK

FILED: April 7, 2011

ATTEST: s/ Susan M. Hudson
Clerk of the Board

NOTICE TO READERS: This decision is subject to revision of technical errors. Readers are requested to notify the Clerk of the Board (by e-mail, telephone, or in writing) of any apparent errors, in order that any necessary corrections may be made. (E-mail address: psb.clerk@state.vt.us)